



IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.

Dated: January 30, 2015

A handwritten signature in cursive script, reading "Craig A. Gargotta".

**CRAIG A. GARGOTTA
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

In re:	§	
	§	CASE NO. 15-50161
GASFRAC ENERGY SERVICES, INC.,	§	Jointly Administered
<i>et al.</i>¹	§	
	§	Chapter 15
Debtors in a foreign proceeding.	§	

**ORDER GRANTING MONITOR'S EXPEDITED MOTION
FOR APPROVAL OF PROCEDURES FOR THE SALE AND
INVESTMENT SOLICITATION PROCESS**

On January 30, 2015, Ernst & Young, LLP ("EY"), as the court-appointed monitor (the "**Monitor**") and authorized foreign representative of the above-captioned Debtors, filed its *Expedited Motion for Approval of Procedures for the Sale and Investment Solicitation Process* ("**Motion**") in the above-styled and numbered chapter 15 cases. The Court finds that notice was proper and that no party in interest made any response in opposition to the Motion or, if so, the

¹ The Debtors are: GASFRAC Energy Services Inc., GASFRAC Services GP Inc., GASFRAC US Holdings Inc., GASFRAC Energy Services Limited Partnership, GASFRAC Inc., and GASFRAC Energy Services (US) Inc.

relief requested in any such response was denied for the reasons stated on the record, and further finds that the relief requested in the Motion should be granted. This Court finds the following:

On January 14, 2015 the Debtors instituted proceedings under the Companies' Creditors Arrangement Act ("**CCAA**") by filing applications for the commencement of reorganization proceedings pursuant to the CCAA, in the Matter of Gasfrac Energy Services Inc., et. al., Court File No. 1501-00396 (the "**Canadian Proceedings**").

The Canadian Proceedings are being heard in the Court of Queen's Bench of Alberta, Judicial Centre of Calgary (the "**Canadian Court**").

On January 20, 2015, the Debtors filed Application by GASFRAC Group of Companies with the Canadian Court, seeking, among other things, Canadian Court approval of the Sales Investment and Solicitation Process ("**SISP**").

On January 23, 2015, the Canadian Court entered the Order Re: Approval of SISP & FA Charge ("**SISP Order**") with its attached Schedule A Procedures for the Sale and Investment Solicitation Process detailing the sales process for the Debtors' assets.

It is appropriate to extend comity to the Canadian Court and the SISP Order.

In view of the foregoing, it is therefore ORDERED that the Sales Investment and Solicitation Process as described in the SISP Order and its attached Schedule A is hereby approved by this Court as sales procedures for assets of the Debtors located in the territorial jurisdiction of the United States. Notwithstanding the foregoing, all sales of assets of the Debtors located in the territorial jurisdiction of the United States pursuant to the Sales Investment and Solicitation Process are subject to the approval of this Court under 11 U.S.C. § 363. In view of this, and the expedited nature of this process, the Court sets a hearing on approval of the sale of

the Debtors' assets in the territorial jurisdiction of the United States for March 18, 2015 at 10:00 a.m. Counsel for the Monitor shall provide notice of this hearing.

Within three business days after entry of this Order, the Monitor shall file with this Court a copy of the SISP Order with its attached Schedule A and serve this Order and the SISP Order with its attached Schedule A on the Limited Service List.

#

Submitted by:

Steve A. Peirce
State Bar No. 15731200
Steve.peirce@nortonrosefulbright.com
NORTON ROSE FULBRIGHT US LLP
300 Convent Street, Suite 2100
San Antonio, TX 78205-3792
Telephone: (210) 224-5575
Facsimile: (210) 270-7205

COUNSEL FOR CANADIAN MONITOR